

K&amp;L GATES

Kirkpatrick & Lockhart Proston Gates Ellis LLP  
 539 Lexington Avenue  
 New York, NY 10022-6030  
 T 212.536.3900 www.klgates.com

**MEMO ENDORSED**

JAN 04 2007

CHAMBERS OF  
 RICHARD M. BERMAN  
 U.S.D.J.

January 4, 2007

Edward M. Fox  
 D 212.536.4812  
 F 212.536.3901  
 efox@klg.com

1/8/07 @ 9:15

VIA FACSIMILE (212-805-6717)

Honorable Richard M. Berman  
 United States District Court  
 Southern District of New York  
 500 Pearl Street  
 New York, New York 10007-1312

**SO ORDERED:**

Date: 1/4/07

*Richard M. Berman*  
 Richard M. Berman, U.S.J.

Re: Wilmington Trust Company, as Indenture Trustee v. Delphi Corporation et al.  
 Case No. 06-CV-6287 (RMB)

Dear Judge Berman:

On behalf of Appellant, Wilmington Trust Company ("WTC"), and Appellees, Delphi Corporation, et al. (collectively, the "Debtors"), we are writing to request that the Court schedule a conference, or reschedule the pretrial conference presently set for January 31, 2007, to January 8, 2007, in order to permit WTC and the Debtors to confer with the Court before the deadline for filing WTC's opening brief on January 10, 2007 regarding the status of this appeal and its relationship to the ongoing global settlement discussions taking place in the Debtors' bankruptcy cases.

Both Wilmington Trust Company and the Debtors are mindful that the Court stated on November 29, 2006 that its last adjournment of the briefing schedule, to January 10, 2007, was a final extension. Nevertheless, the parties would like to have the opportunity, before January 10, 2007, to advise the Court of the current status of their efforts to settle the issues raised by this appeal, and to explain why they believe this appeal should be stayed pending the outcome of those discussions and/or dismissed without prejudice to refile in the event that the ongoing settlement discussions are ultimately unsuccessful.

WTC and the Debtors do not seek relief due to any inability to comply with the current briefing schedule. Rather, WTC and the Debtors are concerned that the commencement of the briefing process with respect to this appeal will endanger the delicate, ongoing, multi-party negotiations currently taking place among the Debtors, Wilmington Trust Company, General Motors Corporation, the Official Committee of Unsecured Creditors, the Official Committee of Equity Holders, representatives of the Debtors' labor unions, and potential new equity investors in the Debtors. Great progress has been made in those negotiations to date, and neither WTC nor the Debtors wish to upset that progress or distract the participants from

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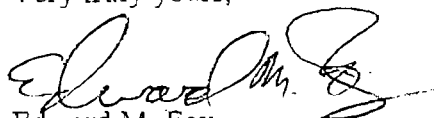
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the goal of reaching a comprehensive resolution of the myriad issues facing the Debtors, including the issues raised by this appeal.

We have reviewed this letter with counsel to the Debtors, and have been authorized to represent to the Court that the Debtors join fully in this request.

Very truly yours,



Edward M. Fox

EMF: ef

cc: John Wm. Butler, Jr., Esq. (via facsimile)  
Albert M. Hogan, III, Esq. (via facsimile)